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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : **CHAPTER 11**
: **GENERAL MOTORS CORP., et al.,** : **Case No. 09-50026 (REG)**
: **(Jointly Administered)**
Debtors. :
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MOTION FOR SUBSTITUTION AND WITHDRAWAL OF COUNSEL

Plaintiff STATE OF NEBRASKA, moves this court for an order substituting Abigail M. Stempson, Assistant Attorney General as counsel of record in place of Leslie C. Levy, Assistant Attorney General.

The grounds for the motion are that:

1. Leslie C. Levy's employment with the Office of the Attorney General of the State of Nebraska ended effective July 29, 2011.
2. Abigail M. Stempson, has agreed to represent and be substituted as counsel of record for Leslie C. Levy in this action. If this motion is granted, counsel of record for Plaintiff STATE OF NEBRASKA on whom all notices and papers in this action may be served, will be:

Abigail M. Stempson
Nebraska Attorney General
2115 State Capitol, Lincoln, NE 68509
Phone: (402) 471-2653
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4. This motion is not made for purposes of delay.
5. All of the factual matters alleged in support of this motion are supported in the

attached Affidavit, served with this motion.

This motion is based on the pleadings and papers on file in this action, this motion, the Notice of Motion, accompanying Affidavit and whatever evidence and argument is presented at the hearing of this motion.

Dated: September 19, 2011, Lincoln, Nebraska

_____/s/_____
Leslie Campbell Levy #20673